MASON SCOTT C Form 4 October 13, 2006

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL

OMB Number:

3235-0287

Expires:

January 31, 2005

0.5

Estimated average burden hours per

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Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940

See Instruction 1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * MASON SCOTT C

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to

Issuer

(First) (Middle) (Last)

Nalco Holding CO [NLC] 3. Date of Earliest Transaction

(Check all applicable)

C/O GRAFTECH

(State)

INTERNATIONAL LTD. 1521 **CONCORD PIKE, SUITE 301**

(Month/Day/Year) Director 10% Owner X_ Officer (give title Other (specify 06/28/2006

below) GVP, Pres Alternate Channels

(Street) 4. If Amendment, Date Original

Applicable Line)

Filed(Month/Day/Year)

X Form filed by One Reporting Person Form filed by More than One Reporting

6. Individual or Joint/Group Filing(Check

WILMINGTON, DE 19803

(City)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of 2. Transaction Date 2A. Deemed Security (Instr. 3)

3. (Month/Day/Year) Execution Date, if (Month/Day/Year)

(Zip)

4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 3, 4 and 5) (Instr. 8)

5. Amount of 6. Ownership Securities Form: Direct Beneficially Owned (I) Following Reported

(D) or Indirect Beneficial Ownership (Instr. 4) (Instr. 4)

7. Nature of

Indirect

(A) Transaction(s) or (Instr. 3 and 4) Code V Amount (D) Price

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative

Conversion

3. Transaction Date 3A. Deemed

5. Number

6. Date Exercisable and (Month/Day/Year) Execution Date, if Transaction of Derivative Expiration Date

7. Title and Amount Underlying Securities

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Security (Instr. 3)	or Exercise Price of Derivative Security		any (Month/Day/Year)	Code (Instr. 8)	Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	(Month/Day/Year)		(Instr. 3 and	4)
				Code V	(A) (D) Date Exercisable	Expiration Date	Title	Amoun or Numbe of Shares
Stock Option (3)	\$ 17.8	06/28/2006		A	3,793	12/31/2006	06/28/2016	Common Stock	3,793
Stock Option (1)	\$ 17.8	06/28/2006		A	3,794	12/31/2007	06/28/2016	Common Stock	3,794
Stock Option (1)	\$ 17.8	06/28/2006		A	3,794	12/31/2008	06/28/2016	Common Stock	3,794
Stock Option (1)	\$ 17.8	06/28/2006		A	3,794	12/31/2009	06/28/2016	Common Stock	3,794
2006-2008 Award Cycle of the Performance Share Program (2)	<u>(3)</u>	06/28/2006		A	5,618 (4)	12/31/2008	12/31/2008	Common Stock	5,618 (4)

Reporting Owners

Reporting Owner Name / Address

Director 10% Owner Officer Other

MASON SCOTT C C/O GRAFTECH INTERNATIONAL LTD 1521 CONCORD PIKE, SUITE 301 WILMINGTON, DE 19803

GVP, Pres Alternate Channels

Signatures

/s/ Filomena Trombino as Attorney in Fact 10/13/2006

**Signature of Reporting Person Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) Granted pursuant to the Nalco Holding Company 2004 Stock Incentive Plan, 2006 Stock Option Award.
- (2) Performance shares grant under the Performance Share Program 2006-2008 Award Cycle Grant of the Nalco Holding Company 2004 Stock Incentive Plan.

Reporting Owners 2

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- (3) Performance shares shall vest between zero to 150% of a target award subject to performance criteria being met in 2006, performance criteria being met in 2007, and with continued employment through the end of 2008.
- (4) Target Award.

Remarks:

This is a correction the first filing was inadvertently misfiled under a second issued CIK, 0001380184, on 7/10/2006.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.